

**STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION**

**IN THE MATTER OF APPLICATION TO
AMEND ORDER NO. R-21170 BY
FRANKLIN MOUNTAIN ENERGY, LLC**

**CASE NO. 21510
ORDER NO. R-21170-A**

ORDER

The Director of the New Mexico Oil Conservation Division (“OCD”), having heard this matter through a Hearing Examiner on November 5, 2020, and after considering the testimony, evidence, and recommendation of the Hearing Examiner, issues the following Order (“Order”):

FINDINGS OF FACT

1. Franklin Mountain Energy, LLC (“Operator”) applied to conform Order R-21170 (“Existing Order”) issued in Case No. 20982 with the Division’s recently amended order template (“Amended Template”), to extend the time to drill the initial well, and to remove the Parade State 603H well.
2. Operator identified the owners of uncommitted interests in oil and gas minerals in the Unit and provided evidence that notice of the Application was given.
3. Operator is in good standing under OCD’s rules.
4. The Application was heard by the Hearing Examiner on the date specified above, during which Operator presented evidence through affidavits in support of the Application. No other party presented evidence at the hearing.

CONCLUSIONS OF LAW

5. OCD has jurisdiction to issue this Order pursuant to NMSA 1978, Section 70-2-17.
6. Operator satisfied the notice requirements for the Application and the hearing as required by 19.15.4.12 NMAC.
7. OCD satisfied the notice requirements for the hearing as required by 19.15.4.9 NMAC.
8. This Order affirms the Findings of Fact and Conclusions of Law and amends the remaining paragraphs in the Existing Order as stated below.

ORDER

9. The period to drill the well is extended until February 26, 2022.

10. This Order shall terminate automatically if Operator fails to comply with Paragraph 9 unless prior to termination Operator applies, and OCD grants, to amend Order R-21170 for good cause shown.
11. The uncommitted interests in the Unit are pooled as set forth in Amended Exhibit A appended to this Order and incorporated by reference herein.
12. The Unit shall be dedicated to the Well(s) set forth in Exhibit A.
13. Operator is designated as operator of the Unit and the Well(s).
14. If the location of a well will be unorthodox under the spacing rules in effect at the time of completion, Operator shall obtain the OCD's approval for a non-standard location in accordance with 19.15.16.15(C) NMAC.
15. The Operator shall commence drilling the Well(s) within one year after the date of this Order and complete each Well no later than one (1) year after the commencement of drilling the Well.
16. This Order shall terminate automatically if Operator fails to comply with Paragraph 15 unless Operator obtains an extension by an amendment of this Order for good cause shown.
17. The infill well requirements in 19.15.13.9 NMAC through 19.15.13.12 NMAC shall be applicable.
18. Operator shall submit to each owner of an uncommitted working interest in the pool ("Pooled Working Interest") an itemized schedule of estimated costs to drill, complete, and equip the well ("Estimated Well Costs").
19. No later than thirty (30) days after Operator submits the Estimated Well Costs, the owner of a Pooled Working Interest shall elect whether to pay its share of the Estimated Well Costs or its share of the actual costs to drill, complete and equip the well ("Actual Well Costs") out of production from the well. An owner of a Pooled Working Interest who elects to pay its share of the Estimated Well Costs shall render payment to Operator no later than thirty (30) days after the expiration of the election period, and shall be liable for operating costs, but not risk charges, for the well. An owner of a Pooled Working Interest who fails to pay its share of the Estimated Well Costs or who elects to pay its share of the Actual Well Costs out of production from the well shall be considered to be a "Non-Consenting Pooled Working Interest."
20. No later than one hundred eighty (180) days after Operator submits a Form C-105 for a well, Operator shall submit to each owner of a Pooled Working Interest an itemized schedule of the Actual Well Costs. The Actual Well Costs shall be considered to be the Reasonable Well Costs unless an owner of a Pooled Working

Interest files a written objection no later than forty-five (45) days after receipt of the schedule. If an owner of a Pooled Working Interest files a timely written objection, OCD shall determine the Reasonable Well Costs after public notice and hearing.

21. No later than sixty (60) days after the expiration of the period to file a written objection to the Actual Well Costs or OCD's order determining the Reasonable Well Costs, whichever is later, each owner of a Pooled Working Interest who paid its share of the Estimated Well Costs shall pay to Operator its share of the Reasonable Well Costs that exceed the Estimated Well Costs, or Operator shall pay to each owner of a Pooled Working Interest who paid its share of the Estimated Well Costs its share of the Estimated Well Costs that exceed the Reasonable Well Costs.
22. The reasonable charges for supervision to drill and produce a well ("Supervision Charges") shall not exceed the rates specified in Exhibit A, provided however that the rates shall be adjusted annually pursuant to the COPAS form entitled "Accounting Procedure-Joint Operations."
23. No later than within ninety (90) days after Operator submits a Form C-105 for a well, Operator shall submit to each owner of a Pooled Working Interest an itemized schedule of the reasonable charges for operating and maintaining the well ("Operating Charges"), provided however that Operating Charges shall not include the Reasonable Well Costs or Supervision Charges. The Operating Charges shall be considered final unless an owner of a Pooled Working Interest files a written objection no later than forty-five (45) days after receipt of the schedule. If an owner of a Pooled Working Interest files a timely written objection, OCD shall determine the Operating Charges after public notice and hearing.
24. Operator may withhold the following costs and charges from the share of production due to each owner of a Pooled Working Interest who paid its share of the Estimated Well Costs: (a) the proportionate share of the Supervision Charges; and (b) the proportionate share of the Operating Charges.
25. Operator may withhold the following costs and charges from the share of production due to each owner of a Non-Consenting Pooled Working Interest: (a) the proportionate share of the Reasonable Well Costs; (b) the proportionate share of the Supervision and Operating Charges; and (c) the percentage of the Reasonable Well Costs specified as the charge for risk described in Exhibit A.
26. Operator shall distribute a proportionate share of the costs and charges withheld pursuant to paragraph 23 to each Pooled Working Interest that paid its share of the Estimated Well Costs.
27. Each year on the anniversary of this Order, and no later than ninety (90) days after each payout, Operator shall provide to each owner of a Non-Consenting Pooled

Working Interest a schedule of the revenue attributable to a well and the Supervision and Operating Costs charged against that revenue.

28. Any cost or charge that is paid out of production shall be withheld only from the share due to an owner of a Pooled Working Interest. No cost or charge shall be withheld from the share due to an owner of a royalty interests. For the purpose of this Order, an unleased mineral interest shall consist of a seven-eighths (7/8) working interest and a one-eighth (1/8) royalty interest.
29. Except as provided above, Operator shall hold the revenue attributable to a well that is not disbursed for any reason for the account of the person(s) entitled to the revenue as provided in the Oil and Gas Proceeds Payment Act, NMSA 1978, Sections 70-10-1 *et seq.*, and relinquish such revenue as provided in the Uniform Unclaimed Property Act, NMSA 1978, Sections 7-8A-1 *et seq.*
30. The Unit shall terminate if (a) the owners of all Pooled Working Interests reach a voluntary agreement; or (b) the well(s) drilled on the Unit are plugged and abandoned in accordance with the applicable rules. Operator shall inform OCD no later than thirty (30) days after such occurrence.
31. OCD retains jurisdiction of this matter for the entry of such orders as may be deemed necessary.

**STATE OF NEW MEXICO
OIL CONSERVATION DIVISION**



ADRIENNE SANDOVAL
DIRECTOR
AES/jag

Date: 11/13/2020

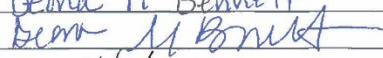
Amended Exhibit A

AMENDED COMPULSORY POOLING APPLICATION CHECKLIST	
ALL INFORMATION IN THE APPLICATION MUST BE SUPPORTED BY SIGNED AFFIDAVITS	
Case: 21510 (Re-opened Order R-21170)	APPLICANT'S RESPONSE
Date November 5, 2020	Amended Checklist Only to Remove Parade State 603H Well
Applicant	Franklin Mountain Energy, LLC
Designated Operator & OGRID (affiliation if applicable)	Franklin Mountain Energy, LLC (373910)
Applicant's Counsel:	Deana M. Bennett/Modrall Spering
Case Title:	Application of Franklin Mountain Energy, LLC for Compulsory Pooling, Lea County, New Mexico
Entries of Appearance/Intervenors:	Tap Rock Resources, LLC
Well Family	Carnival: Beauty Queen Fed Com 604H
Formation/Pool	
Formation Name(s) or Vertical Extent:	Bone Spring
Primary Product (Oil or Gas):	Oil
Pooling this vertical extent:	Bone Spring
Pool Name and Pool Code:	WC-025 G-09 S2535028, Lower Bone Spring, Pool Code 98185
Well Location Setback Rules:	Statewide rules
Spacing Unit Size:	640 acres
Spacing Unit	
Type (Horizontal/Vertical)	Horizontal
Size (Acres)	640 acres
Building Blocks:	40 acres
Orientation:	North-South
Description: TRS/County	E/2 of Sections 2 and 11, Township 25 South, Range 35 East, NMPM, Lea County, New Mexico
Standard Horizontal Well Spacing Unit (Y/N), If No, describe	Y
Other Situations	
Depth Severance: Y/N. If yes, description	N
Proximity Tracts: If yes, description	The completed interval for the Beauty Queen Fed Com 604H well is less than 330' from the adjoining tracts and the Division's rules allow for the inclusion of proximity tracts within the proposed spacing unit for the wells.
Proximity Defining Well: if yes, description	Beauty Queen Fed Com 604H
Applicant's Ownership in Each Tract	Exhibit A (Landman's affidavit page 2); Exhibit A-3 (page 16)
Well(s)	
Name & API (if assigned), surface and bottom hole location, footages, completion target, orientation, completion status (standard or non-standard)	Add as needed



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Well #1	Beauty Queen Fed Com 604H, API Pending SHL: 321 feet from the North line and 1320 feet from the East line (Lot 1), Section 2, Township 25 South, Range 35 East, NMPM. BHL: 150 feet from the South line and 1080 feet from the East line (Unit P), Section 11, Township 25 South, Range 35 East, NMPM. Completion Target: Third Bone Spring Sand at approximate 11,730' TVD. Well Orientation: South to North Completion location: Expected to be standard. See also C-102: Exhibit A-2 page 13.
Horizontal Well First and Last Take Points	Beauty Queen Fed Com 604: Proposed first take point is 689' FNL and 1076' FEL and the proposed last take point is 150' FSL and 1080' FEL. See also Exhibit A-2 page 14.
Completion Target (Formation, TVD and MD)	See Proposal Letters Exhibit A-4, Pages 19-24.
AFE Capex and Operating Costs	
Drilling Supervision/Month \$	\$7000: See also Proposal Letters Exhibit A-4, Pages 19-24.
Production Supervision/Month \$	\$700: See also Proposal Letters Exhibit A-4, Pages 19-24.
Justification for Supervision Costs	See AFEs Exhibits A-5, pages 25-26.
Requested Risk Charge	200%: See also Proposal Letters Exhibit A-4, Pages 19-24.
Notice of Hearing	
Proposed Notice of Hearing	A-6, specifically pages 28-33.
Proof of Mailed Notice of Hearing (20 days before hearing)	A-6, specifically pages 34-37.
Proof of Published Notice of Hearing (10 days before hearing)	A-6, specifically page 38.
Ownership Determination	
Land Ownership Schematic of the Spacing Unit	A-3 (page 15)
Tract List (including lease numbers and owners)	A-3 (page 16-17)
Pooled Parties (including ownership type)	A-3 (page 16-17)

Unlocatable Parties to be Pooled	A-3 (page 17)
Ownership Depth Severance (including percentage above & below)	N/A
Joinder	
Sample Copy of Proposal Letter	A-4 (pages 19-24)
List of Interest Owners (ie Exhibit A of JOA)	A-3 (page 16-17)
Chronology of Contact with Non-Joined Working Interests	N/A: no unjoined working interest owners but see page p. 18 for summary of contacts with unleased mineral interest owners.
Overhead Rates In Proposal Letter	A-4 (specifically pages 19 & 22)
Cost Estimate to Drill and Complete	A-4 (specifically pages 19 & 22 for total costs); A-5 (pages 25-26: AFEs)
Cost Estimate to Equip Well	A-4 (specifically pages 19 & 22 for total costs); A-5 (pages 25-26: AFEs)
Cost Estimate for Production Facilities	A-4 (specifically pages 19 & 22 for total costs); A-5 (pages 25-26: AFEs)
Geology	
Summary (including special considerations)	Exhibit B, pages 39-42
Spacing Unit Schematic	A-1-B (page 11)
Gunbarrel/Lateral Trajectory Schematic	B-8 (page 44)
Well Orientation (with rationale)	B-10 (Page 50)
Target Formation	B-9-C (page 48)
HSU Cross Section	B-9-C (page 48)
Depth Severance Discussion	N/A
Forms, Figures and Tables	
C-102	A-2 (pages 12 & 13)
Tracts	A-3 (page 15-17)
Summary of Interests, Unit Recapitulation (Tracts)	A-3 (page 16-17)
General Location Map (including basin)	B-7 (page 43)
Well Bore Location Map	A-1-B (page 11)
Structure Contour Map - Subsea Depth	B-9-A (page 46)
Cross Section Location Map (including wells)	B-9-B (page 47)
Cross Section (including Landing Zone)	B-9-C (page 48)
Additional Information	Amended November 3, 2020 to remove Parade State 603H Well.
CERTIFICATION: I hereby certify that the information provided in this checklist is complete and accurate.	
Printed Name (Attorney or Party Representative):	Dana M. Bennett
Signed Name (Attorney or Party Representative):	
Date:	11/3/2020